

MEDIA GENERAL INC
Form 4
April 27, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sadusky Vincent L

(Last) (First) (Middle)

333 EAST FRANKLIN STREET

(Street)

RICHMOND, VA 23219

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

MEDIA GENERAL INC [MEG]

3. Date of Earliest Transaction
(Month/Day/Year)

04/23/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

President and CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and An Underlying Sec (Instr. 3 and 4)
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	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Deferred Stock Unit	\$ 0	04/23/2015			A		4,739 ⁽³⁾		⁽³⁾	⁽³⁾	Voting Common Stock (no par value)	
Performance-Based Restricted Stock Unit	\$ 0	04/23/2015			A		201,733 ⁽¹⁾		⁽¹⁾	⁽¹⁾	Voting Common Stock (no par value)	
Time-Based Restricted Stock Unit	\$ 0	04/23/2015			A		67,244 ⁽²⁾		⁽²⁾	⁽²⁾	Voting Common Stock (no par value)	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sadusky Vincent L 333 EAST FRANKLIN STREET RICHMOND, VA 23219	X		President and CEO	

Signatures

/s/ Vincent L. Sadusky, by Andrew C. Carington,
Attorney-in-fact

04/27/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Performance-Based Restricted Stock Unit grant under the Media General Amended and Restated Long-Term Incentive Plan, which vests over a three-year period with 25% of the units vesting at the end of each of the first two years and the remaining 50% at the end of the third year from the transaction date, contingent upon achieving performance metrics designated by the Compensation Committee of the Board of Directors at the beginning of each year.

(2) Time-Based Restricted Stock Unit grant under the Media General Amended and Restated Long-Term Incentive Plan, which vests over a three-year period with 25% of the units vesting at the end of each of the first two years and the remaining 50% vesting at the end of the third year from the transaction date.

(3) Deferred Stock Unit grant under the Directors' Deferred Compensation Plan, which vests 12 months from the transaction date. Deferred Stock units may only be settled in shares of Voting Common Stock (no par value).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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